

# Form of proxy

## Vodacom Group Limited

(Incorporated in the Republic of South Africa)  
 (Registration number 1993/005461/06)  
 (ISIN: ZAE000132577 Share code: VOD)  
 ISIN: US92858D2009 ADR code: VDMCY)  
 ("Vodacom" or "the Company")

For use by certified and dematerialised shareholders who have "own name" registration of securities at the annual general meeting to be held at 10:00 at Vodacom World, 082 Vodacom Boulevard, Midrand, Johannesburg, South Africa on Tuesday 23 July 2019.

I/We (Please print full names)

being the holders of \_\_\_\_\_ shares in the Company, hereby appoint (see Note 1)

1. \_\_\_\_\_ or failing him /her,

2. \_\_\_\_\_ or failing him/her,

the Chairman of the annual general meeting as my/our proxy to attend and speak and vote for me/us on my/our behalf at the annual general meeting which will be held for the purpose of considering and, if deemed fit, passing the ordinary and special resolutions to be proposed and at each adjournment of the meeting and to vote for or against the ordinary and special resolutions or to abstain from voting in respect of the shares in the issued capital of the Company registered in my/our name/s, in accordance with the following instructions (see Note 2).

Insert an "X" or the number of shares (see Note 2)

	Number of ordinary shares		
	For	Against	Abstain
1. <b>Ordinary resolution number 1</b> Adoption of the audited consolidated annual financial statements			
2. <b>Ordinary resolution number 2</b> Election of Ms P Mahanyele-Dabengwa as a director			
3. <b>Ordinary resolution number 3</b> Election of Mr S Sood as a director			
4. <b>Ordinary resolution number 4</b> Election of Mr T Reisten as a director			
5. <b>Ordinary resolution number 5</b> Re-election of Mr PJ Moleketi, as a director			
6. <b>Ordinary resolution number 6</b> Re-election of Mr JWL Otty as a director			
7. <b>Ordinary resolution number 7</b> Appointment of Ernst & Young Inc. as auditors of the Company			
8. <b>Ordinary resolution number 8</b> Approval of the remuneration policy			
9. <b>Ordinary resolution number 9</b> Approval for the implementation of the remuneration policy			
10. <b>Ordinary resolution number 10</b> Re-election of Mr DH Brown as a member of the Audit, Risk and Compliance Committee of the Company			
11. <b>Ordinary resolution number 11</b> Election of Mr SJ Macozoma as a member of the Audit, Risk and Compliance Committee of the Company			
12. <b>Ordinary resolution number 12</b> Re-election of Ms BP Mabelane as a member of Audit, Risk and Compliance Committee of the Company			
13. <b>Special resolution number 1</b> General authority to repurchase shares in the Company			
14. <b>Special resolution number 2</b> Increase in non-executive directors' fees			
15. <b>Special resolution number 3</b> Section 45 – financial assistance to related and inter-related companies			

(Indicate with an "X" or the relevant number of shares, in the applicable space, how you wish your votes to be cast). Unless otherwise directed the proxy will vote as he/she thinks fit.

Signed at \_\_\_\_\_ on \_\_\_\_\_ 2019

Signature \_\_\_\_\_ assisted by me (where applicable)

It is recommended that completed forms of proxy be lodged with Computershare Investor Services (Proprietary) Limited by no later than 10:00 on Monday 22 July 2019.

Please read the notes on the reverse side of this proxy form.

# Notes to the form of proxy

1. A shareholder may insert the name of a proxy or the names of two alternative proxies of the shareholder's choice in the space/s provided, with or without deleting "the Chairman of the annual general meeting" but any such deletion must be initialled by the shareholder. The person whose name stands first on the form of proxy and who is present at the annual general meeting will be entitled to act as proxy to the exclusion of those whose names follow.
2. Please insert an "X" in the relevant space according to how you wish your votes to be cast. However, if you wish to cast your votes in respect of a lesser number of shares than you own in the Company insert the number of shares held in respect of which you wish to vote. Failure to comply with the above will be deemed to authorise the proxy to vote or to abstain from voting at the annual general meeting as he/she deems fit in respect of all the shareholder's votes exercisable at the meeting. A shareholder or his/her proxy is not obliged to use all the votes exercisable by the shareholder or by his/her proxy, but the total of the votes cast and in respect of which abstention is recorded may not exceed the total of the votes exercisable by the shareholder or by his/her proxy.
3. It is recommended that forms of proxy must be received by the transfer secretaries, Computershare Investor Services (Proprietary) Limited (Computershare), Rosebank Towers, 15 Biermann Avenue, Rosebank, Johannesburg, 2196 (PO Box 61051, Marshalltown 2107) by no later than 10:00 on Monday 22 July 2019. You may also email a completed form of proxy to [proxy@computershare.co.za](mailto:proxy@computershare.co.za).
4. The completion and lodging of this form of proxy will not preclude the relevant shareholder from attending the annual general meeting and voting in person at the meeting to the exclusion of any proxy appointed in terms of this form of proxy.
5. Documentary evidence establishing the authority of a person signing this form of proxy in a representative capacity must be attached to this form of proxy unless previously recorded by Computershare or waived by the Chairman of the annual general meeting.
6. Any alterations or corrections made to this form of proxy must be initialed by the signatory/ies.
7. A minor must be assisted by his/her parent or guardian unless the relevant documents establishing his/her legal capacity are produced or have been registered by Computershare.
8. The Chairman of the annual general meeting may accept any form of proxy which is completed other than in accordance with these notes if he is satisfied as to the manner in which the shareholder wishes to vote.

## Transfer secretaries:

Computershare Investor Services (Proprietary) Limited  
Rosebank Towers,  
15 Biermann Ave,  
Rosebank,  
Johannesburg 2196  
PO Box 61051, Marshalltown 2107  
Telephone: 011 370 5000  
Call centre: 086 110 0918